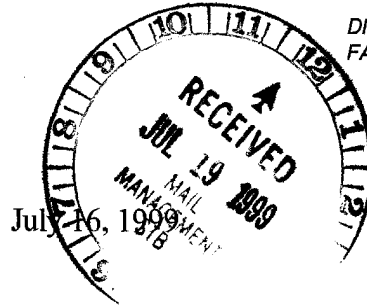




THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855



VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO.

FILED

JUL 19 '99

12-00PM

22094-A

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement dated as of July 7, 1999.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of March 8, 1999, recorded on April 5, 1999, recordation number 22094.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'4" flush deck, standard level flat car for wide body bi-level autorack service	FA	1,000	GTTX	997200-988199

1023995

Mr. Vernon A. Williams
Page Two
July 16, 1999

Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 1,000 89'4" flush deck, standard level flat cars for wide body bi-level autorack service; GTTX, numbered 997200-988199."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas D. Mauer". The signature is fluid and cursive, with a large initial "T" and a long, sweeping underline.

TDM:mkh
Enclosures
k:\trstdm\letters\filings\willjac799.doc

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT dated as of July 7, 1999, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Johnstown America Corporation, a Delaware corporation, with an address at 17 Johns Street, Johnstown, Pennsylvania 15901 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of March 8, 1999, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on April 5, 1999 at 10:00 AM, recordation number 22094.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of July 7, 1999, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

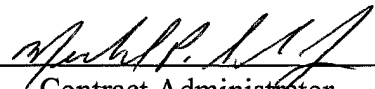
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: 
Contract Administrator

TTX COMPANY

By: 
Treasurer

RECORDATION NO. **22094-A** FILED

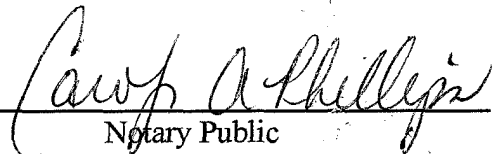
JUL 19 '99

12-00PM

STATE OF PENNSYLVANIA)
)SS:
COUNTY OF CAMBRIA)

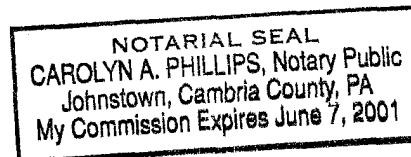
On this 8th day of JULY, 1999 before me personally appears MICHAEL P. SISK, JR., to me personally known, who by me duly sworn, says that he/she is a CONTRACT ADMINISTRATOR of JOHNSTOWN AMERICA CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

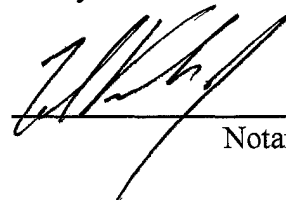
My Commission expires:



STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 16th day of JULY, 1999 before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

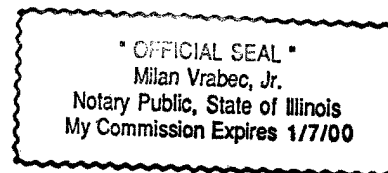
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

(SEAL)

My Commission expires:



**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT
DATED JULY 7, 1999**

**TTX Contract #T-1298-B
JAC Lot#1400-836**

EQUIPMENT

1,000 Flat Cars marked GTTX 987200 through GTTX 988199 (both inclusive).